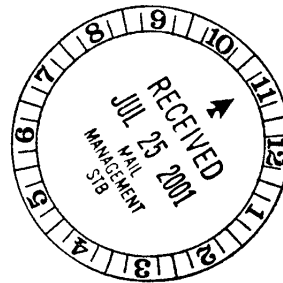




**THE MARMON GROUP, INC.**

225 West Washington Street, Chicago, Illinois 60606-3418  
Telephone (312) 372-9500 Fax (312) 845-5305 www.marmon.com



July 16, 2001

VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

Vernon A. Williams, Secretary  
Surface Transportation Board  
Documents for Recordation  
1925 K Street, N.W. #700  
Washington, DC 20423

RECORDATION NO. 17112-D FILED

JUL 26 '01 : 1-21 PM

**SURFACE TRANSPORTATION BOARD**

Dear Sir or Madam:

Enclosed are the original and two certified copies of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The primary document to which this is connected is recorded under Recordation No. 17112.

The names and addresses of the parties to the document are as follows:

Trustee: BNY Midwest Trust Company  
2 N. LaSalle Street  
Suite 1020  
Chicago, IL 60602

Company: Union Tank Car Company  
225 West Washington Street  
Chicago, Illinois 60606

A description of the Equipment covered by the enclosed document follows:  
Railroad tank cars as listed in Schedules A and B to this letter.

A short summary of the document to appear in the Index follows:

First Supplemental Trust Agreement, Series 22, dated as of February 14, 2001, between Union Tank Car Company and BNY Midwest Trust Company successor to Harris Trust and Savings Bank, as Trustee.

The purpose of this First Supplemental Trust Agreement is to document that 14 railroad tank cars ("Equipment") are being removed from the list of Equipment and 10 cars are being substituted therefor.

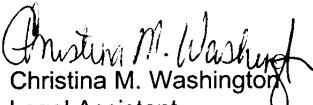
Surface Transportation Board  
July 16, 2001  
Page 2

Please file this document as a supplement to the filing referred to above and return the certified copies of the document, stamped to show the filing, to me. Enclosed is our check in the amount of \$56 for the filing fees for this and one other related document under the same recordation number.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

  
Christina M. Washington  
Legal Assistant

encls.

utc4066

RECORDATION NO. 17112-D FILED

FIRST SUPPLEMENTAL TRUST AGREEMENT

JUL 26 '01 : 1-21 PM

UNION TANK CAR COMPANY (SERIES 22)

SURFACE TRANSPORTATION BOARD

THIS FIRST SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 2001, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Harris Trust and Savings Bank ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement dated as of November 15, 1990 ("Trust Agreement") providing for the issue of its Equipment Certificates (Series 22) in the aggregate principal amount of \$100,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.


Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

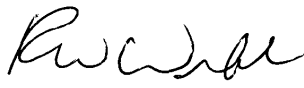
1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.
2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.
3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.
4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By:   
R. C. Gluth,  
Executive Vice President


Attest:

  
Robert W. Webb, Secretary

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

By:   
Title: **Assistant Vice President**

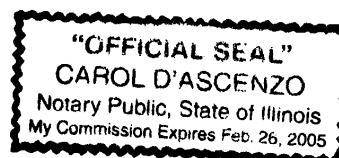
Attest:



STATE OF ILLINOIS    )  
                                  ) ss  
COUNTY OF COOK     )

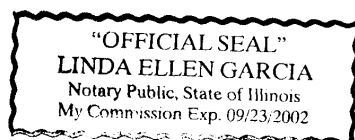
On May 1, 2001, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Carol D'Ascenzo  
Notary Public



STATE OF ILLINOIS    )  
                                  ) ss  
COUNTY OF COOK     )

On May 23, 2001, before me personally came D. G. DONOVAN, to me known, who, being by me duly sworn, did depose and say that he/she is Assistant Vice President of Harris Trust and Savings Bank, one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.



Linda Ellen Garcia  
Notary Public

02/14/01

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION  
SCHEDULE A

CERTIFICATE TRUST SERIES: R-22

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
9	5,800	CUFT.	CELX 51295, 51296, 51297 UTCX 49419, 49420, 49421, 49422, 49423, 49428
<u>9</u>	TOTAL CARS		

2/14/00

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS (SCHEDULE B)  
SERIES 22 (R22)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
3	C214	5,800	UTCX 48441, 59282, 59317
1	C711	2,900	UNPX 120860
1	T054	13,400	PROX 15066
1	T095	19,561	UTLX 200577
2	T104	17,500	UTLX 600438, 600512
1	T106	23,500	UTLX 641687
4	T107	26,000	PROX 75029 UTLX 500059, 500078, 642226
1	T929	33,800	UTLX 910064
<hr/>			
14	TOTAL		